

HOWARD & HOWARD ATTORNEYS PLLC
450 West Fourth Street
Royal Oak, MI 48067
(248) 723-0396
Jeffrey A. Sadowski (P28163)
Lisa S. Gretchko (P29881)

*Intellectual Property Counsel for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <i>et al.</i> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT
OF THE SEVENTH AND FINAL APPLICATION OF
HOWARD & HOWARD ATTORNEYS, P.C. FOR INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, LISA S. GRETCHKO, hereby certify that:

1. I am a Shareholder at Howard & Howard Attorneys PLLC f/k/a Howard & Howard Attorneys, P.C. (“Howard & Howard”), with responsibility for compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing First Interim Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330. adopted on January 30, 1996 (the “UST Guidelines”), and the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim

Compensation and Reimbursement of Expenses for Professionals as modified by the Second, Third, Fourth, Fifth and Sixth Supplemental Orders Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “Administrative Orders” and, collectively with the Local Guidelines and UST Guidelines, the “Guidelines”).

2. This certification is made in respect of Howard & Howard’s Seventh and Final Interim Fee Application, dated December 18, 2009 (the “Interim Application”), for compensation and reimbursement of expenses for the period commencing October 1, 2007, through and including January 25, 2008 (the “Compensation Period”) in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- a. I have read the Seventh and Final Fee Application;
- b. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Seventh and Final Interim Fee Application fall within the Local Guidelines and the UST Guidelines;
- c. The fees and disbursements sought are billed at rates in accordance with practices customarily employed by Howard & Howard and generally accepted by Howard & Howard’s clients; and
- d. In providing a reimbursable service, Howard & Howard does not make a profit on that service, whether the service is performed by Howard & Howard in-house or through a third party.

4. In respect of Section B.2 of the Local Guidelines, as modified by the Administrative Orders, I certify that to the extent that monthly compensation was requested, Howard & Howard has complied with the provision requiring it to provide (i) Delphi Corporation, (ii) counsel for the Official Committee of Unsecured Creditors, (iii) the United States Trustee for the Southern District of New York, (iv) Skadden, Arps, Slate, Meagher &

Flom LLP, (v) counsel for the agent under Debtor's pre-petition facility, (vi) counsel for the agent under the Debtor's post-petition credit facility, (vii) the Joint Fee Review Committee, following each calendar month for which compensation is sought, with a statement of Howard & Howard's fees and disbursements accrued during the previous month. As required by the Administrative Orders, each such monthly fee statement contains a list of professionals and paraprofessionals providing services, their respective billing rates, the aggregate hours spent by each professional and paraprofessional, a reasonably detailed breakdown of the disbursements incurred and contemporaneously maintained time entries for each individual in increments of tenths of an hour.

5. In respect of Section B.3 of the Local Guidelines and the Administrative Orders, I certify that the United States Trustee for the Southern District of New York, counsel for each official committee, and the Debtors are being provided with a copy of the Seventh and Final Interim Fee Application.

HOWARD & HOWARD ATTORNEYS PLLC

By: /s/ Lisa S. Gretchko
Jeffrey A. Sadowski (P28163)
Lisa S. Gretchko (P29881)
450 West Fourth Street
Royal Oak, MI 48067
Phone: (248) 723-0396
Email: lsg@h2law.com

Dated: December 18, 2009